FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION PECEIVED Washington, DC□20549

FORM D

May 31, 2005 bires: Estimated average burden 18 200 nour per response 11111 6 100

MB Number:

OMB APPROVAL

DATE RECEIVED

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SEC USE ONLY

NOTICE OF SALE OF SECURIFIES PURSUANT TO REGULATION OF SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION

check if this is an amendment and name has changed, and indicate change New Hope OSCP1 LLC Units Offering Filing Under (Check box(es) that apply): **X** Rule 504 Rule 505 Rule 506 Section 4(6) New Filing Amendment Type of Filing: ACBASIC IDENTIFICATION DATA 10 Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change) New Hope OSCP1 LLC (Number and Street, City, State, Zip Code) Address of Executive Offices Telephone Number (Including Area Code) (678) 904-9400 1266 West Paces Ferry Road, #181 Atlanta, GA 30327 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) Brief Description of Business Real Property Investment Type of Business Organization limited partnership, already formed other (please specify): limited li corporation company limited partnership, to be formed business trust Month AUG 192003 Actual Actual or Estimated Date of Incorporation or Organization: Estimated 0.6 013

GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230 S01 et seq or 15 UIS @ 0 77d(6)□

CN for Canada; FN for other foreign jurisdiction)

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering A notice is deemed filed with the US Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address

Where To File: US□Securities and Exchange Commission, 450 Fifth Street, NW WW Washington, DW □ 20549 □

Jurisdiction of Incorporation or Organization: (Enter two-letter UIS Postal Service abbreviation for State:

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures

Information Required: A new filing must contain all information requested Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B Part E and the Appendix need not be filed with the SEC□

Filing Fee: There is no federal filing fee [

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form This notice shall be filed in the appropriate states in accordance with state law The Appendix to the notice constitutes a part of this notice and must be completed □

Failure to file notice in the appropriate states will not result in a loss of the federal exemption ☐ Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice ?

20 Enter the information i	equested for the fo	ollowing:	ž.		
 Each promoter of 	the issuer, if the is	ssuer has been organized v	within the past five years;		
 Each beneficial or 	wner having the pov	wer to vote or dispose, or d	irect the vote or disposition	of, 10% or more o	f a class of equity securities of the issu
 Each executive of 	ficer and director of	of corporate issuers and of	f corporate general and ma	inaging partners of	partnership issuers; and
• Each general and	managing partner	of partnership issuers [
Check Box(es) that Apply:	X Promoter	Beneficial Owner	Executive Officer	Director	General and/or
Ornstein, Ma	tthew		.*		Managing Partner
Full Name (Last name first,	if individual)				
1266 West Pa	ces Ferry	Road, #181,	Atlanta, GA	30327	
business of Residence Addi-	ess (Number and	Street, City, State, Zip C	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Schuler, Fra Full Name (Last name first,					
		- 1 "101	3+1 C3	20227	
1266 West Pag Business or Residence Addre	ces Ferry	Road, #181,	Atlanta, GA	30327	
Business of Residence Addition	ess (ivalidel alla	Street, City, State, Zip C	oucy		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	☑ General and/or
Ornstein-Sch	uler Capi	tal Partners	, LLC		Managing Partner
Full Name (Last name first,					
1266 West Pac	ces Ferry	Road, #181,	Atlanta, GA	30327	
Business or Residence Addre	ess (Number and	Street, City, State, Zip Co	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Addre	ess (Number and	Street, City, State, Zip Co	ode)		
			i.		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
			· 1		
Business or Residence Addre	ess (Number and	Street, City, State, Zip Co	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
			, i	·	
Full Name (Last name first, i	if individual)				
Business or Residence Addre	ess (Number and	Street, City, State, Zip Co	ode)		
	_		<u> </u>		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
			•		
Business or Residence Addre	ss (Number and	Street, City, State, Zip Co	ode)		
	(Use bla	nk sheet, or copy and use	additional copies of this s	heet, as necessary)	<u> </u>

											Yes	No
10 Has tl	he issuer so	old, or does	the issuer	intend to s	sell, to non	-accredited	investors	in this offe	ring? IIIIII	Mannana		
			An	swer also	in Append	ix, Column	2, if filing	g under UL	OE 🗆			
2□ What	is the mini	mum invest	tment that	will be acc	epted fron	any indiv	idual? IIIII			ammamama	\$ 56	5,000.0
											Yes	No
	-			•	-						لسنا	
comm If a pe or stat a brok	ission or sings rson to be lives, list the received	milar remun isted is an a name of the r, you may	seration for ssociated p broker or d set forth th	solicitatio erson or ag lealer□If n	n of purcha gent of a bro nore than fi	isers in coni oker or deal ve (5) perso	nection wit er register ons to be lis	h sales of so ed with the sted are ass	ecurities in SEC and/o	directly, any the offering or with a state croons of such	<u> </u>	
Full Name	(Last name	e first, if inc	dividual)			•						
Business o	r Residence	e Address (Number an	d Street, (City, State,	Zip Code)		***************************************	·			
Name of A	ssociated B	Broker or D	ealer	***************************************						***************************************		***************************************
~				·		<u> </u>						
States in W												
(Check	k "All State	es" or check	individua	i States) [[поположения			шиншт			II States
IL MT RI	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	ID MO PA PR
Full Name Business o				d Street, (City, State,	Zip Code)	***************************************					
Name of As	sociated B	roker or De	aler			***************************************	***					
States in W												
(Check	"All State:	s" or check	individual	States) III	штишт						☐ Al	1 State
AL IL MT	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV		HI MS OR WY	U M E U
Full Name (Last name	first, if ind	ividual)					·	<u></u>	·····		
	**************************************	···										
Business or	Residence	Address (1	Number and	d Street, C	ity, State,	Zip Code)						
Name of As.	sociated Br	oker or De	aler								1, 12	
States in Wh	nich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers			***************************************		***************************************	
(Check	"All States	" or check	individual	States) III							☐ Al	
AL IL MT	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	MN OK	HI MS OR WY	

1 🗆	sold \square Enter the aggregate offering price of securities included in this offering and the total amount already sold \square Enter "0" if the answer is "none" or "zero \square If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities offered for exchange and already exchanged \square				
	Type of Security	Aggregate Offering Price	Am	ount Already Sold	
	Debt []]]	0	\$	0	
	Equity and an analysis of the second	0	\$	0	
	Common Preferred				
	Convertible Securities (including warrants)	0	\$	0	
	Partnership Interests	0	\$	0	
	Total difficultification of the control of the cont	999,504.		0	
	Answer also in Appendix, Column 3, if filing under ULOE□		Ψ		
2 🗆	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases \square For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines \square Enter "0" if answer is "none" or "zero \square "			Aggregate	
		Number Investors	of	llar Amount Purchases	
	Accredited Investors	<u>10</u> 3	\$832,920.0		
	Non-accredited Investors	<u> </u>	\$166,584.		
	Total (for filings under Rule 504 only)	13	\$ <u>999,504.</u> 0		
3□	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering \Box Classify securities by type listed in Part C — Question $1\Box$				
	Type of Offering	Type of Security	Do	llar Amount Sold	
	Rule 505	<u> </u>	\$	0	
	Regulation A		\$	0	
	Rule 504		\$	0	
	Total		\$	0	
4	a \Box Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering \Box Exclude amounts relating solely to organization expenses of the insurer \Box The information may be given as subject to future contingencies \Box If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate \Box				
	Transfer Agent's Fees		\$	0	
	Printing and Engraving Costs	 -		00.00	
	Legal Fees Commission	_		00.00	
	Accounting Fees	_	<u>\$_1</u>	,000.00	
	Engineering Fees		\$	0	
	Sales Commissions (specify finders' fees separately)		\$	<u></u>	
	Other Expenses (identify)		\$	0	
			\$ <u>1</u>	,900.00	

	$b\Box$ Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question $4\Box\Box$ This difference is the "adjusted gross proceeds to the issuer \Box [[[[[]]]]][[[]]][[[]]][[[]]][[]][[]][[\$ <u>997,604,</u> 00		
5□	Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown \square If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate \square The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question $4 \oplus above \square$			
		Payments to		
		Officers, Directors, &	Pav	ments to
		Affiliates	Ó	Others
	Salaries and fees CHIRITHIAN CONTROL OF THE SALAR C	\$ <mark>82,357.</mark>	6 0 \$	0
	Purchase of real estate million millio	\$0	<u> </u>	66,000.00
	Purchase, rental or leasing and installation of machinery and equipment eq	\$ <u> </u>	\$	0
	Construction or leasing of plant buildings and facilities	\$ <u> </u>	\$	0
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	, ° 0	П\$	0
		s 0		0
	Working capital distribution and the same an	\$ 0	□\$	0
	~ ·	\$ O		,246.40
			<u> </u>	
		§ 0	┌┐\$	0
	Total Payments Listed (column totals added)	\$ <u>-9</u>	97,60	4.00
sign	issuer has duly caused this notice to be signed by the undersigned duly authorized person If this notice is ature constitutes an undertaking by the issuer to furnish to the US Securities and Exchange Commissi information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Ru	on, upon writte		
Issu	er (Print or Type) Signature Da	ite		
N	ew Hope OSCP1, LLC	8/11	/ / 2	2003
Nan	Title of Signer (Print or Type) Title of Signer (Print or Type) Tank A. Sche	e/e		
	Promoter of New Hope	OSCPI,	<u></u>	-

Intentional misstatements or omissions of fact constitute federal criminal violations (See 18 U[S[C]1001])